

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105  
(415) 541-1000

THORMUND A. MILLER  
VICE PRESIDENT AND GENERAL COUNSEL

RECORDATION NO. 6623-H Filed & Recorded

OCT 27 1985 4-2 5 PM

INTERSTATE COMMERCE COMMISSION

October 1, 1986

JOHN J. CORRIGAN  
GENERAL SOLICITOR

JOHN MACDONALD SMITH  
SENIOR GENERAL ATTORNEY

ROBERT S. BOGASON  
DOUGLAS E. STEPHENSON  
LOUIS P. WARCHOT  
WILLIAM E. SAUL  
ANN FINGARETTE HASSE  
DAVID W. LONG  
CAROL A. HARRIS  
CRAIG J. WHITNEY  
GENERAL ATTORNEYS

HAROLD S. LENTZ  
GARY A. LAAKSO  
JONATHAN M. FIL  
DORENE M. CURTIS  
STEPHEN A. ROBERTS  
CLAUDE F. KOLM  
ASSISTANT GENERAL ATTORNEYS

LAWRENCE P. RIFF  
ATTORNEY

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

RECORDATION NO. 6623-H Filed & Recorded

OCT 27 1985 4-2 5 PM

INTERSTATE COMMERCE COMMISSION

TELEPHONE FEES WAIVED

VIA E.T.A. AIR COURIER

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27090 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 57

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Sixth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of September 15, 1986, to Equipment Trust Agreement dated as of May 15, 1972, creating Southern Pacific Company Equipment Trust, Series No. 57, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Mr. James H. Bayne

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Equipment Trust Agreement dated as of May 15, 1972, recorded on June 9, 1972, at 1:20 PM, assigned Recordation No. 6623;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6623-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6623-B;

Third Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 6623-C;

Fourth Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 6623-D;

Fifth Supplement to Equipment Trust Agreement dated as of February 10, 1986, recorded on February 27, 1986, at 1:20 PM, assigned Recordation No. 6623-E; and

Assignment and Transfer of Certain Road Equipment dated as of February 10, 1986, recorded on February 27, 1986, at 1:20 PM, assigned Recordation No. 6623-F.

In connection with the recording of the Sixth Supplement and Assignment and Transfer, each dated as of September 15, 1986, to the Equipment Trust Agreement dated as of May 15, 1972, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
30 South 30th Street  
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

Mr. James H. Bayne  
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General Description of the Equipment  
Covered by the Sixth Supplement:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 7335; GRIP date - November, 1980.

General Description of the Equipment Covered by the  
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
2	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 9251 and 9255.

When the recording of the Sixth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof and return four (4) each of the same to the undersigned.

Very truly yours,

*Lenona Young*

Lenona Young  
Legal Assistant

Enclosures

cc: Mr. E. L. Johnson  
(Attn: Mr. C. D. Tyler)

PAYMENT OF:	AMOUNT
SPTCo. Equipment trusts, Series Nos. 55, 56, and 57	\$ 60

ACCOUNTS PAYABLE CHECK

**Southern Pacific Transportation Company**

SAN FRANCISCO, CALIFORNIA 94105

**5380414034**

5-219-AP

CITIBANK (DELAWARE) CITICORP  
A SUBSIDIARY OF CITICORP

62-20  
311

ACCTG PERIOD SEP 86 ISSUE DATE SEP 16, 86

PAY

SIXTY AND NO/100 DOLLARS

\$60.00#

TO THE ORDER OF

INTERSTATE COMMERCE COMMISSION

WASHINGTON DC 20423

*P.C. Yarbrough*  
AUTHORIZED SIGNATURE-ACCT. DEPT.  
*Bob Powell*  
AUTHORIZED SIGNATURE-TREASURY DEPT.

⑈5380414034⑈ ⑈031100209⑈ 38699216⑈

SOUTHERN PACIFIC TRANSPORTATION COMPANY

PLEASE DETACH THIS REMITTANCE STATEMENT

NOT NEGOTIABLE

INVOICE #		EXPENSE ALLOC. CODE	DESCRIPTION	GROSS AMOUNT	DISCOUNT OR ADJUSTMENT	NET AMOUNT	ACCT.	ST.	TAX LOC.
MO.	DAY								
09	12	0020	EQPT	60.00		60.00	000000		
CHECK CONTROL		5380414034	* LAST INVOICE IF DATE OR NUMBER NOT SHOWN ON RECAPPED BILL		SPECIAL HANDLING	TOTAL →	60.00	1552	

CORRESPONDENCE SHOULD  
REFER TO THIS NUMBER

**5380414034**

ADDRESS:

CONTROLLER, SOUTHERN PACIFIC TRANSPORTATION CO.  
SOUTHERN PACIFIC BUILDING, ONE MARKET PLAZA, SAN FRANCISCO, CA. 94105

VENDOR NO. 095505

RECORDATION NO. 6673

Filed & Recorded

OCT 27 1985 4-2 5 PM

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
INTESTATE COMMERCE COMMISSION

EQUIPMENT TRUST, SERIES NO. 57

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ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of September 15, 1986

\*\*\*\*\*

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the fifteenth day of September, 1986, by FIRST PENNSYLVANIA BANK, N.A., formerly known as The First Pennsylvania Banking and Trust Company, a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee under the Equipment Trust Agreement hereinafter mentioned (hereinafter called the "Trustee"), to SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing date as of May 15, 1972, by and between the Trustee and the Company (hereinafter called the "Equipment Trust Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series No. 57," pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, certain locomotives comprising said Trust Equipment (hereinafter called "Unsuitable Equipment") have become unsuitable for use by the Company, and in accordance with the provisions of said Equipment Trust and in anticipation and consideration of the release of such Unsuitable Equipment, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), other than work equipment, as specifically described in the Sixth Supplement

to Equipment Trust dated as of September 15, 1986 ("Sixth Supplement"):

<u>Number of Units</u>	<u>Description</u>
2	3600 H.P. Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 9251 and 9255.

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such goodstanding and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Sixth Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer, any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint LYNN A. TUZINSKI to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.


IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its



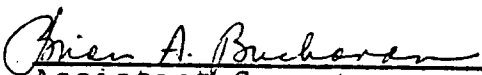
name and its corporate seal to be hereunto affixed, duly  
attested, this 19<sup>th</sup> day of September, 1986.

FIRST PENNSYLVANIA BANK, N.A.

By

  
Corporate Trust Officer

ATTEST:

  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA     )  
  ) ss.  
CITY AND COUNTY OF PHILADELPHIA )

On this 19<sup>th</sup> day of September, 1986, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry  
Notary Public

My Commission Expires:

LYNNE N. MCCORRY  
Notary Public, Phila., Phila. Co.  
My Commission Expires July 2, 1990